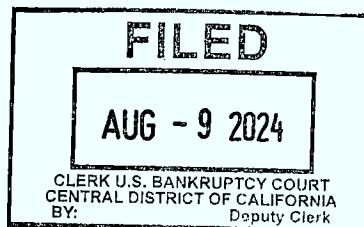


Fill in this information to identify the case:

United States Bankruptcy Court for the:

Central District of California
(State)

Case number (if known): Chapter 11



☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Irwin Naturals

2. All other names debtor used in the last 8 years
Applied Nutrition, Nature's Secret, FloChi, Love My Pet, Hydrocanna,
Cellular Research Formulas, Cellular Research
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 4 5 - 0 4 6 3 9 6 0

4. Debtor's address
Principal place of business^{*see addition information below}
23000 Saddle Peak Road
Number Street
Topanga CA 90290
City State ZIP Code
Los Angeles
County
Mailing address, if different from principal place of business
300 Corporate Pointe
Number Street
Suite 550
P.O. Box
Culver City CA 90230
City State ZIP Code
Location of principal assets, if different from principal place of business
Number Street
City State ZIP Code

*The CEO, the highest corporate office of Debtor, and other key staff work out of the location at 23000 Saddle Peak Road, Topanga, CA 90290. There are other corporate locations, such as a smaller facility at 300 Corporate Pointe Walk, Suite 550, Culver City, CA 90230, which is a newer rental that has been leased by the company for only the last 60 days. The quantity of employees working out of the Topanga corporate location is 25% of the number of employees working out of the newer Culver City location. The Topanga location is the location where the CEO and other key staff work out of and it has been a long-term location of Irwin Naturals for more than 14 years. As the CEO, and Chairman of the Board of the Parent entity, will be highly involved in these proceedings, facilitating his ability to be present at a majority of the proceedings if of great importance to this matter.

5. Debtor's website (URL) <https://www.irwinnaturals.com/>

Debtor Irwin Naturals
Name

Case number (if known) _____

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 2 4 4

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor

Irwin Naturals

Name

Case number (if known)

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No☐ Yes.

District

When

MM / DD / YYYY

Case number

District

When

MM / DD / YYYY

Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No☒ Yes.Debtor see attached list

Relationship

see attached listDistrict Central District of California

When

MM / DD / YYYY

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

☒

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other

Where is the property?

Number

Street

City

State ZIP Code

Is the property insured?☐

No

☐

Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

Debtor Irwin Naturals
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8.9.24
MM/DD/YYYY

x

Signature of authorized representative of debtor

Klee Irwin


Printed name

Title Chief Executive Officer

Debtor Irwin Naturals
Name

Case number (if known) _____

18. Signature of attorney

x 
Signature of attorney for debtor

Date 08/09/2024
MM / DD / YYYY

**** I am executing this form as General Counsel for the Debtor in this matter. However, I am not the attorney of record in this proceeding. Due to the time sensitivity of this matter we have not been able to procure bankruptcy counsel at the time of this filing. We are diligently working on retaining adequate counsel for this matter, and will do so in short order. In this interim period Mr. Axelrod can receive communication and coordinate responses related to this proceeding.**

Joseph Axelrod

Printed name

General Counsel, Irwin Naturals (** see disclaimer re: not attorney of record)

Firm name

300 Corporate Pointe Suite 550

Number Street

Culver City

City

CA

State

90230

ZIP Code

(310) 306-3636 ext. 3822

Contact phone

joseph@irwinnaturals.com

Email address

304052

Bar number

CA

State

Attachment – Supplemental information for Section 10

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

Debtor: Irwin Naturals (Nevada Corporation)

Affiliated Cases

1.

Debtor: DAI US HoldCo, Inc. **Relationship:** Parent

District: Central **When:** 08/09/2024

Case Number, if known _____

2.

Debtor: 5310 Holdings, LLC **Relationship:** Subsidiary

District: Central **When:** 08/09/2024

Case Number, if known _____

3. **Debtor:** Irwin Naturals, Inc. **Relationship:** Parent

District: Central **When:** 08/09/2024

Case Number, if known _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8.9.24
MM / DD / YYYY

x

Signature of authorized representative of debtor Printed name

Title Klee Irwin, CEO and President

Fill in this information to identify the case:

Debtor name Irwin Naturals

United States Bankruptcy Court for the: Central District of California
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if partially secured	Deduction for value of collateral or setoff
1	Robinson Pharma 3330 S. Harbor Blvd Santa Ana, CA 92704	Tom Nguyen 714-241-0235 ceo@rpi.inc	Trade Debts	See *** below	N/A	N/A	\$2,657,766.60
2	Karled Enterprises 2392 Morse Ave, Suite 100 Irvine, CA 92614	Maria Holsinger 714-689-1400 mholsinger@lpc.com	Trade Debts	See *** below	N/A	N/A	\$1,137,382.81
3	Armanino LLP PO Box 398285 San Francisco, CA 94139	Ken Teasdale 818-587-9305 ken.teasdale@armanino.com	Professional Services	See *** below	N/A	N/A	\$539,288.29
4	Media Brokers International 6 Concourse Pkwy, Suite 1850 Atlanta, GA 30328	Kenneth Dill 310-560-7093 kdill@media-brokers.com	Professional Services	See *** below	N/A	N/A	\$415,423.00
5	OC&C Strategy Consultants 250 West 55th Street Brooklyn, NY 11212	Coye Nokes 646-369-5890 coye.nokes@occstrategy.com	Professional Services	See *** below	N/A	N/A	\$300,000.00
6	Paragon Laboratories 20433 Earl Street Torrance, CA 90503	Jay Kaufman 800-231-3670 jayk@paragonlabusa.com	Trade Debts	See *** below	N/A	N/A	\$171,404.35
7	RSM US LLP 4650 East 53rd Street Davenport, IA 52807	Ryan Schloer 264-419-2294 ryan.schloer@rsmus.com	Professional Services	See *** below	N/A	N/A	\$157,500.00
8	Ballard Spahr LLP 1735 Market Street 51st Floor Philadelphia, PA 19103	Craig Ganz 424-204-4352 ganzc@ballardspahr.com	Professional Services	See *** below	N/A	N/A	\$152,014.05

Debtor Irwin Naturals
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Information Resources Inc. 4766 Paysphere Circle Chicago, IL 60674	Revenue Accounting 312-726-1221 revenueaccounting@circana.com	Trade debts	See *** below	N/A	N/A	\$138,568.41
10	Coast Warehouse PO Box 1077 Guasti, CA 91743	Chris Uribe 951-685-4100 curibe@coast3pl.com	Trade debts	See *** below	N/A	N/A	\$120,795.05
11	Inmar-OIQ LLC PO Box 604026 Charlotte, NC 28260	Billing Department 336-631-2500 cms_billing@inmar.com	Professional Services	See *** below	N/A	N/A	\$96,493.00
12	Amware Fulfillment LLC PO Box 956430 Duluth, GA 30095	Minerva Castro 678-377-8585 minerva.castro@staciamerica.com	Trade Debts	See *** below	N/A	N/A	\$95,583.57
13	Zapp Packaging Inc. 1921 S Business Parkway Ontario, CA 91761	Dan Entzminger 626-327-5893 danentzminger@zappackaging.com	Trade Debts	See *** below	N/A	N/A	\$94,240.38
14	K1 Packaging Group 17989 East Arenth Ave City of Industry, CA 91748	Amelia Alianto 626-964-9384 amelia.alianto@k1packaging.com	Trade Debts	See *** below	N/A	N/A	\$90,974.06
15	Full Stream Group 329 Butterfield Rd San Anselmo, CA 94960	Michelle Bilodeau 530-448-1055 finance@fullstreamgroup.com	Professional Services	See *** below	N/A	N/A	\$72,388.94
16	Nielsen Co. PO Box 88956 Chicago, IL 60695	Mike Galaburda 747-206-9019 mike.galaburda@nielseniq.com	Professional Services	See *** below	N/A	N/A	\$60,630.84
17	Anthem Blue Cross Dept 5812 Los Angeles, CA 90074	Customer Service 855-817-5786	Professional Services	See *** below	N/A	N/A	\$59,791.12
18	The Swanson Group 2150 E Lake Cook Road, Suite 325 Buffalo Grove, IL 60089	Rich Swanson 847-850-7783 swanson@tsg-us.net	Professional Services	See *** below	N/A	N/A	\$59,778.53
19	America Express PO Box 0001 Los Angeles, CA 90096	Tracy Fuller 623-462-4213 tracy.a.fuller@aexp.com	Credit Card	See *** below	N/A	N/A	\$57,480.05
20	CapTek Softgels International, Inc. 16218 Arthur St. Cerritos, CA 90703	Terry Jackson 562-921-9511 terry.jackson@capteksoftgel.com	Trade Debts	See *** below	N/A	N/A	\$41,460.64

*** The status of each claim is currently under further review. This form shall be updated and amended upon such review as soon as practicable and without causing delay to the proceedings. The same shall apply to any other new information discovered by Debtor after this filing, subject to such review.

Attachment – Supplemental information for Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

Authority for the filing of the Bankruptcy Petition

Debtor: 5310 Holdings, LLC

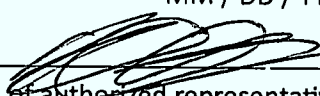
Attached hereto are the Written Consent Authorizing the Debtor's Petition:

1. "Omnibus Written Consent IRWIN NATURALS, INC., British Columbia Corporation, ("Parent") and Affiliated Entities."
2. "OMNIBUS RESOLUTION OF THE PRESIDING OFFICER ("Resolution") OF DAI US HOLDCO, INC., and IRWIN NATURALS"

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 8-9-24
MM / DD / YYYY

x



Signature of authorized representative of debtor Printed name

Title **Klee Irwin, President and CEO of Irwin Naturals, Sole Managing Member of 5310 Holdings, LLC**

Omnibus Written Consent**IRWIN NATURALS, INC., a British Columbia Corporation, ("Parent")
and Affiliated Entities****May 13, 2024****RECITALS:**

WHEREAS, the undersigned, being all of the board of directors, managers, or similar governing body or the sole officer, sole member or sole managing member (each, an "**Authorizing Body**" and, collectively, the "**Authorizing Bodies**"), as applicable, of each of the companies set forth on **Exhibit A** attached hereto (each, a "**Company**" and collectively, the "**Companies**"), and each organized and existing under the internal laws of the state of incorporation or formation, as applicable, as set forth in each Company's applicable governing documents. Each Authorizing Body hereby takes the following actions and adopts the following resolutions by written consent, pursuant to each Company's bylaws, limited liability company agreement, or such similar governing document and the applicable laws of the jurisdiction of incorporation or formation, as applicable, in which each Company is organized. It is acknowledged that if any authorization is revoked for any of the Companies listed in Ex. A as set forth herein, that revocation shall have no effect on this resolution's binding effect on Irwin Naturals, Inc. a British Columbia Corporation ("**Parent**") or any other Company where authorization is not revoked. To the extent allowable and in addition to its authorizing authority over Parent, the authorization from Parent herein shall apply to each Company as if authorized by its Authorizing Body.

WHEREAS, the Authorizing Body has reviewed and considered the financial and operational condition of the Company and its subsidiaries, and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

WHEREAS, the Authorizing Body has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW THEREFORE IT IS HEREBY RESOLVED THAT:

RESOLVED, that, in the judgment of the Authorizing Body, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition (the "**Petition**") be filed by the Company under the provisions of chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that, in the judgment of the Authorizing Body, it is desirable and in the best interests of each of the Company's subsidiaries listed on Exhibit A attached hereto (the "**Filing Subsidiaries**"), their creditors, stockholders and other interested parties, that voluntary petitions be filed with the for each of the Filing Subsidiaries under the provisions of chapter 11 of Title 11 of the United States Code and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief; and it is further

RESOLVED, that Klee Irwin, in his capacity as Chief Executive Officer, Mark Green in his capacity as Chief Financial Officer, and each and every other officer of the Company and any of their designees (collectively the "**Designated Persons**"), be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court

commencing a case (the "**Bankruptcy Case**") and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Greenberg Glusker Fields Claman & Machtinger, LLP and/or Lesnick, Prince and Pappas, LLP, or any other law firm deemed to be fit by the Designated Persons ("**BK Counsel**"), and hereby is, authorized and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate

retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of BK Counsel; and it is further

RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized and empowered, on behalf of and in the name of the Company, to obtain post-petition financing according to terms negotiated, or to be negotiated, by the management of the Company, including under debtor-in-possession credit facilities or relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements; and in connection therewith, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (b) causing any subsidiary of the Company to pledge or grant liens or mortgages on, or security interests in, all or any portion of such subsidiary's assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including, without limitation, causing any subsidiaries of the Company to enter into, such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or

desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered on behalf of and in the name of the Company, to perform the obligations of the Company under Title 11 of the United States Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, hereby is authorized, directed and empowered on behalf of and in the name of the Company, to cause the Company to enter into, execute, deliver, certify, file, record and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions, as in the judgment of such Designated Persons, shall be necessary, proper and desirable to prosecute to a successful completion the Bankruptcy Case and to effectuate the restructuring of the Company's debt, other obligations, organizational form and structure and ownership of the Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further


RESOLVED, that the Designated Persons be and each of them, acting alone or in any combination, is hereby authorized, directed and empowered, in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and it is further

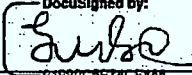
RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this consent effective as of the time that each of the undersigned have executed this consent.

IRWIN NATURALS, INC.

DocuSigned by:
By: 
F34015AA787F4A1...
Name: Klee Irwin, Chairman and Director

DocuSigned by:
By: 
64B90C9E74CF406...
Name: Luke Lokhorst, Director


DocuSigned by:
By: 
D64342B0D39840F...
Name: Lyle Maxson, Director

EXHIBIT A: FILING SUBSIDIARIES

5310 Holdings, LLC

DAI US HOLDCO INC.

Irwin Naturals, A Nevada Corporation

[Signature Page to Omnibus Filing Resolutions]

5310 HOLDINGS, LLC

By: Irwin Naturals, A Nevada Corporation

Its: Sole Member

By: 

Name: Klee Irwin, Chief Executive Officer of
Irwin Naturals, A Nevada Corporation

DAI US HOLDCO INC.

By: Klee Irwin

Its: Sole Director, DAI US Holdco, Inc.

By: 

IRWIN NATURALS, A NEVADA CORPORATION

By: Klee Irwin

Its: Sole Director, Irwin Naturals

By: 

OMNIBUS RESOLUTION OF THE PRESIDING OFFICER ("Resolution")

OF

DAI US HOLDCO, INC., IRWIN NATURALS
(the "Corporations")

RATIFICATION AND AUTHORIZATION TO FILE A VOLUNTARY PETITION UNDER THE
PROVISIONS OF CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE

WHEREAS:

- A. On May 13, 2024 Irwin Naturals, Inc., a British Columbia Corporation ("Parent"), authorized a written consent titled "Omnibus Written Consent IRWIN NATURALS, INC., a British Columbia Corporation, ("Parent") and Affiliated Entities." ("Bankruptcy Consent"), attached hereto. The Bankruptcy Consent authorized Parent, the Corporations, and 5310 Holdings, LLC to file a voluntary petition under the provisions of Chapter 11 of the United States Code, among other authorizations designed to carry out that the ultimate goal of authorizing an insolvency filing in order to protect the Corporations and related entities. The Bankruptcy Consent was validly executed by the board of directors of Parent, as well as the director for each of authorized subsidiaries – 5310 Holdings, LLC, DAI US HoldCo, Inc., and Irwin Naturals, a Nevada Corporation.
- B. On or around, May 12, 2024, East West Bank ("Lender") purportedly drafted and executed documents attempting to utilize their proxy rights ("Proxy Rights") contained in Section 3.07 of the Guarantee and Security Agreement, dated as of February 1, 2023 (the "Guarantee and Security Agreement") between Irwin Naturals, Inc, a British Columbia Corporations, the Corporations, and other wholly owned limited liability companies ("Proxy Docs."). Irwin Naturals was informally told of such action on May 13, 2024, and did not engage with the newly placed Director until May 16, 2024. Also, please note that no Proxy Rights were attempted to be utilized in regards to the stock in Parent.
- C. The Corporation and the President and CEO of the Corporations, Klee Irwin, ("Presiding Officer") disagree that the Proxy Docs were legitimately executed due to the fact that prior to the use of the Proxy Rights in the Guarantee and Security Agreement, among other agreements between Lender and Corporations, was breached by the Lender, thereby nullifying the rights of the Lender in the relevant Proxy Rights. These breaches are laid out and alleged in the demand letter sent to the Lender on May, 7, 2024 attached hereto. ("Demand Letter"). Moreover, other potential deficiencies in the Proxy Docs are continued to be reviewed and analyzed by the Corporations, as well as the notice date being in dispute.
- D. However, due to the Lender also acting as the Corporations' commercial bank, Lender is able to sweep any incoming funds on a daily basis, and has approval power over all payment disbursements by Company. Following, due to the inability of the Corporations to operate and function on a daily basis without the cooperation of the Lender the Presiding Officer of the Corporations decided to cooperate with the Lender and adhere to the Proxy Docs in order for the Corporations to maintain their ability to operate for the benefit of the stakeholders in the Corporations.
- E. The Presiding Officer's decision to cooperate with Proxy Docs in furtherance of his fiduciary duties to the Corporations and other stakeholders shall not be construed as agreement, approval.

tacit approval, or acceptance of the validity of the Proxy Docs, and the Presiding Officer and Corporations reserve all rights relevant to applicable law and/or facts, and such cooperation as described herein, shall not be deemed to constitute a waiver or relinquishment of any of the Corporations' rights or remedies, whether legal or equitable, all of which are hereby expressly reserved.

- F. On August 8, 2024 at 5:00 PM PST the director of the Corporations installed by Lender subject to the Proxy Docs resigned as director of the Corporation, and did not name a director to serve out his term.
- G. In an abundance of caution, and in a scenario where such Proxy Rights are deemed to be legitimate and enforceable, and in the absence of a serving director, the Presiding Officer of the Corporations wishes to reinstate and/or approve the Bankruptcy Consent on behalf of the Corporations.
- H. For the avoidance of doubt, there is no question as to whether the authorization of 5310 Holdings, LLC of the Bankruptcy Consent is valid or not, as the Presiding Officer was never terminated from his formal position as the CEO and President of Irwin Naturals, Nevada Corporation of which authority was used to agree to such consent. However, for the avoidance of doubt the Presiding Officer shall be re-authorizing that authorization herein.
- I. For the avoidance of doubt, there is no question as to whether the authorization of Parent of the Bankruptcy Consent is valid or not, as Parent was not subject to the Proxy Docs.
- J. The Bankruptcy Consent in its full capacity, and all Recitals and Resolutions contained in and authorized by the Bankruptcy Consent are hereby explicitly incorporated herein, as if restated in this Resolution.

NOW THEREFORE, BE IT RESOLVED THAT:

- 1. The Bankruptcy Consent is hereby ratified and re-confirmed by the Presiding Officer of the Corporations;
- 2. If necessary, in the alternative, the Presiding Officer is authorizing the Bankruptcy Consent on behalf of the Corporations;
- 3. The Presiding Officer and Corporations reserve all rights and arguments under applicable law and facts and any action by the Corporations related to this Resolution, does not waive any rights, remedies, whether legal or equitable, all of which are expressly reserved and may be exercised at any time in relation to the Proxy Docs and Lender, and
- 4. Any one officer or director of the Corporation, be and is hereby authorized for and on behalf of the Corporation to execute, whether under the corporate seal of the Corporation or otherwise, and deliver each transaction document and all such other documents and instruments, to make all statutory filings required to be made by the Corporation and to do all such other acts or things as may be necessary or desirable to give effect to the foregoing.

GENERAL

NOW THEREFORE BE IT RESOLVED THAT:

1. all actions taken by the officers and directors of the Corporation prior to the date hereof and in furtherance of the foregoing are hereby ratified, approved and confirmed in all respects;
2. the directors and officers of the Corporation (or any one of them) are hereby authorized and directed, for or on behalf of the Corporation, to execute and to deliver all such other documents and to do all such other acts and things as such director(s) or officer(s) may determine to be necessary or desirable to give effect to the transactions contemplated by this resolution shall be deemed to have been authorized by this resolution, including, but not limited to, (i) the negotiation of such additional agreements, amendments, supplements, reports, documents, instruments, applications and certificates not now known but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications and certificates currently existing, (iii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iv) the payment of all fees, taxes and other expenses as such director(s) and/or officer(s) of the Corporation shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby (all of such acts, negotiations, executions, deliveries, filings and payments to be conclusive evidence that the board of directors of the Corporation deemed the same to be necessary, appropriate or advisable); and
3. these resolutions may be executed in several counterparts and by electronic transmission, each of which when so executed shall be deemed to be an original, and all such counterparts shall be deemed to be executed effective as of the day and year hereinafter written.

The Presiding Officer of the Corporations hereby consent in writing to the foregoing resolutions on this 8th day of August, 2024.


Signatures on next page

**Signature Page for the Omnibus Resolution titled -
"RATIFICATION AND AUTHORIZATION TO FILE A VOLUNTARY PETITION UNDER THE
PROVISIONS OF CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE"**



8-9-24

Klee Irwin, As President and CEO of DAI US Holdco, Inc., a Nevada Corporation



8-9-24

Klee Irwin, as President and CEO of Irwin Naturals, a Nevada Corporation



8-9-24

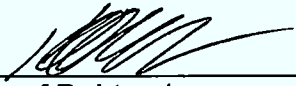
Klee Irwin, for 5310 Holdings, LLC, as President and CEO of Irwin Naturals, a Nevada Corporation, sole managing member of 5310 Holdings, LLC

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address Irwin Naturals, a Nevada Corporation 300 Corporate Pointe, Suite 550 Culver City, CA 90230 joseph@irwinnaturals.com <input checked="" type="checkbox"/> Debtor(s) appearing without attorney <input type="checkbox"/> Attorney for Debtor	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SAN FERNANDO VALLEY DIVISION	
In re: Irwin Naturals, a Nevada corporation Debtor(s).	CASE NO.: CHAPTER: 11 VERIFICATION OF MASTER MAILING LIST OF CREDITORS [LBR 1007-1(a)]

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 13 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

(added by Debtor) Additionally, the master mailing list of creditors will continue to be under review and if any changes are needed, the master mailing list will be amended and submitted to the court as soon as practicable.

Date: 8.9.2024



Signature of Debtor 1

Date: _____

Signature of Debtor 2 (joint debtor) (if applicable)

Date: _____

Signature of Attorney for Debtor (if applicable)

1010 DATA SERVICES LLC
PO BOX 675085
DETROIT, MI 48267-5085

ACOSTA INC
PO BOX 742959
ATLANTA, GA 30374-2959

ADVANTAGE SALES & MARKETING
7905 GOLDEN TRIANGLE DR STE 150
EDEN PRAIRIE, MN 55344-7220

AMERICAN ASSOCIATED PHARMACIES
201 LONNIE E CRAWFORD BLVD
SCOTTSBORO, AL 35769

AMERICAN EXPRESS
PO BOX 0001
LOS ANGELES, CA 90096-8000

AMWARE FULFILLMENT LLC
PO BOX 956430
DULUTH, GA 30095

ANTHEM BLUE CROSS
DEPT 5812
LOS ANGELES, CA 90074-5812

APG INC
1733 H ST STE 450 138
BLAINE, WA 98230

ARMANINO LLP
PO BOX 398285
SAN FRANCISCO, CA 94139-8285

BALLARD SPAHR LLP
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PHILADELPHIA, PA 19103-7599

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36233 IDAHO DRIVE
STERLING HEIGHTS, MI 48312

BREX INC.
12832 FRONTRUNNER BLVD
DRAPER, UT 84020

CALL & JENSEN
610 NEWPORT CENTER DR. STE 700
NEWPORT BEACH, CA 92660

CANADIAN ANALYTICAL LAB
6733 KITIMAT ROAD
MISSISSAUGA, ON L5N 1W3

CAPTEK SOFTGELS INTERNATIONAL INC
16218 ARTHUR ST
CERRITOS, CA 90703

CDZ SALES INC
PO BOX 1472
PALM HARBOR, FL 34682

CIRCANA LLC
203 N LASALLE STREET
CHICAGO, IL 60601

CLARK HILL
PO BOX 3760
PITTSBURGH, PA 15230

COAST 3PL
PO BOX 1077
GUASTI, CA 91743

COAST WAREHOUSE
PO BOX 1077
GUASTI, CA 91743

CONNECTED CFO LLC
3812 FLOWERING GROVE CT
LOUISVILLE, KY 40241

CONNELL COMMUNICATIONS
155 WASHINGTON STREET
KEENE, NH 03431

CR3 PARTNERS LLC
13355 NOEL ROAD STE 2005
DALLAS, TX 75240

CREATIVE SALES AND MARKETING
16607 BLANCO ROAD STE 804
SAN ANTONIO, TX 78232

CULVER POINTE LLC
300 CORPORATE POINTE STE 220
CULVER CITY, CA 90230

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DSV AIR & SEA
2200 YUKON COURT
MILTON, ON L9E 1N5

DSV ROAD INC
2200 YUKON COURT
MILTON, ON L9E 1N5

DSV SOLUTIONS INC.
8590 AIRPORT ROAD
BRAMPTON, ON L6T 5A3

EAST WEST BANK
9300 FLAIR DRIVE 4TH FL
EL MONTE, CA 91731

EXPERTVOICE
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PALATINE, IL 60055-9775

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DEPT LA PO BOX 21415
PASADENA, CA 91185-1415

FEEL RITE NATURAL FOOD SHOPPES INC
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AMHERST, NY 14228

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SAN ANSELMO, CA 94960

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CANBY, OR 97013

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IBOTTA INC
1801 CALIFORNIA ST SUITE 400
DENVER, CO 80202

INFORMA MEDIA
24652 NETWORK PLACE
CHICAGO, IL 60673

INFORMATION RESOURCES INC
4766 PAYSHERE CIRCLE
CHICAGO, IL 60674

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ONE WEST 4TH STREET SUTIE 500
WINSTON SALEM, NC 27101

INMAR OIQ LLC
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WEST VALLEY CITY, UT 84119

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MARK SALAMON
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NIELSEN CO - NIELSEN CONSUMER LLC
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BROOKLYN, NY 11212

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3701 LONE TREE WAY STE 9
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PARAGON LABORATORIES
20433 EARL STREET
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OLON, OH 44139

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HERMOSA BEACH, CA 90254

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HOUSTON, TX 77082

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FRANKLIN, TN 37067

THE SHUSTER GROUP LLC
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WOONSOCKET, RI 02895

THE SWANSON GROUP
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ONTARIO, CA 91761